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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

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COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

IN THE MATTER OF THE JOINT NOTICE AND
APPLICATION OF QWEST CORPORATION,
QWEST COMMUNICATIONS COMPANY, LLC,
QWEST LD CORP., EMBARQ COMMUNICATIONS,
INC. D/B/A CENTURY LINK COMMUNICATIONS,
EMBARQ PAYPHONE SERVICES, INC. D/B/A
CENTURYLINK, AND CENTURYTEL SOLUTIONS,
LLC, FOR APPROVAL OF THE PROPOSED
MERGER OF THEIR PARENT CORPORATIONS,
QWEST COMMUNICATIONS INTERNATIONAL
INC., AND CENTURYTEL, INC.

DOCKET NO. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194

PROCEDURAL ORDER

BY THE COMMISSION:

On May 13, 2010, Qwest Corporation, Qwest Communications Company, LLC, Qwest LD Corp., Embarq Communications, Inc. d/b/a CenturyLink Communications, Embarq Payphone Services, Inc. d/b/a CenturyLink, and CenturyTel Solutions, LLC (together, the "Joint Applicants"), filed with the Arizona Corporation Commission ("Commission") a joint application for approval of the proposed merger of the Applicants' respective parent corporations, Qwest Communication International Inc., and CenturyTel, Inc ("Joint Application").

On October 26, 2010, the Commission's Utilities' Division Staff ("Staff") filed its Request for an Extension to File Surrebuttal Testimony ("Request"). In its Request, Staff requested an extension to file its surrebuttal testimony from November 10, 2010, to January 4, 2011. Staff also requested that the hearing be rescheduled to begin after January 18, 2011.

On October 27, 2010, the Joint Applicants filed their Response to Staff's request, in which they oppose Staff's Request.

On October 27, 2010, Cox Arizona Telcom, LLC, filed its Response in Support of Staff's Request.

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1 Given the current time restraints, a procedural conference is necessary to address Staff's
2 Request.

3 IT IS THEREFORE ORDERED that a **Procedural Conference** shall commence on **October**
4 **29, 2010, at 11:00 a.m.**, Room 222, 400 West Congress Street, Tucson, Arizona 85701.

5 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113-Unauthorized
6 Communications) continues to apply to this proceeding as the matter is set for public hearing.

7 IT IS FURTHER ORDERED that all parties must comply with Rules 31 and 38 of the Rules
8 of the Arizona Supreme Court and A.R.S. § 40-243 with respect to practice of law and admission *pro*
9 *hac vice*.

10 IT IS FURTHER ORDERED that the intervention granted herein is conditioned upon the
11 intervenor obtaining counsel to represent the intervenor if required by Rule 31 of the Rules of the
12 Arizona Supreme Court, and such counsel filing a notice of appearance with the Commission.

13 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
14 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
15 Rules of Arizona Supreme Court). Representation before the Commission includes appearances at all
16 hearings and procedural conferences, as well as all Open Meetings for which the matter is scheduled
17 for discussion, unless counsel has previously been granted permission to withdraw by the
18 Administrative Law Judge or the Commission.

19 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113 - Unauthorized
20 Communications) applies to this proceeding and shall remain in effect until the Commission's
21 Decision in this matter is final and non-appealable.

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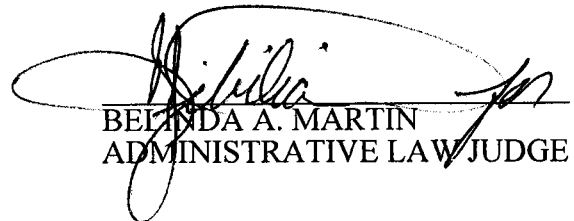
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IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend, or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at hearing.

DATED this 27th day of October, 2010.



BELINDA A. MARTIN
ADMINISTRATIVE LAW JUDGE

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